WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153

Telephone: (212) 310-8000 Facsimile: (212) 310-8007

Jacqueline Marcus

Attorneys for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.

LEHMAN BROTHERS HOLDINGS INC., et al., : 08-13555 (JMP)

:

Debtors. : (Jointly Administered)

· -----x

AMENDMENT NO. 3 TO THE PLAN SUPPLEMENT

On October 25, 2011, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed a Plan Supplement, ECF No. 21254 (the "Plan Supplement"), containing documents and schedules in connection with the Debtors' Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors, dated August 31, 2011, ECF No. 19627 (the "Plan"). On November 4, 2011, the Debtors filed Amendment No. 1 to the Plan Supplement, ECF No. 21665. On November 15, 2011, the Debtors filed Amendment No. 2 to the Plan Supplement, ECF No. 22156. In accordance with section 11.1 of the Plan, this Amendment No. 3 to the Plan Supplement removes certain executory contracts from and adds certain executory contracts to Exhibit 2 of the Plan Supplement.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

Pursuant to section 11.1 of the Plan, the Debtors reserve the right to alter, amend, update, supplement, or modify the Plan Supplement.

Pursuant to Section 15.5 of the Plan, the Plan Supplement may be obtained on the Debtors' independent website at www.lehman-docket.com or by request to the Debtors in accordance with section 15.12 of the Plan.

Dated: November 22, 2011 New York, New York

/s/ Jacqueline Marcus

Jacqueline Marcus

WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007

Attorneys for Debtors and Debtors in Possession

EXHIBIT A

CONTRACTS TO BE REMOVED FROM EXHIBIT 2 TO THE PLAN SUPPLEMENT

THE FOLLOWING CONTRACTS LISTED IN THE PLAN SUPPLEMENT ON EXHIBIT 2, PART A – DERIVATIVES CONTRACTS – ARE HEREBY REMOVED FROM EXHIBIT 2 AND ARE NO LONGER SCHEDULED FOR ASSUMPTION

Counterparty	Debtor	Title of Agreement	Notice Address
ACCORD ENERGY LIMITED	LEHMAN	EFET Power	c/o Centrica Energy
	BROTHERS	dated on	Milstream
	COMMODITY	8/16/2007	Maidenhead Road
	SERVICES INC.		Windsor, Berkshire, SL4 5GD
			UK
BANCA POPOLARE DILODI	LEHMAN		Piazza Nogara 237121
	BROTHERS SPECIAL		Verona Italy
	FINANCING INC.		Italy
			Attn: Legal Department
BEAR STEARNS BANK PLC	LEHMAN		c/o JPMorgan Chase
	BROTHERS SPECIAL		Legal Department
	FINANCING INC.		245 Park Avenue, 11th Floor
			New York, NY, 10167
			Attn: Don Thompson
BEAR STEARNS CREDIT PRODUCTS INC	LEHMAN		c/o JPMorgan Chase
	BROTHERS SPECIAL		Legal Department
	FINANCING INC.		245 Park Avenue, 11th Floor
			New York, NY, 10167
			Attn: Don Thompson
BEAR STEARNS FOREX INC.	LEHMAN		245 Park Avenue
	BROTHERS		New York, NY, 10167
	COMMERCIAL		
	CORPORATION		Attn: David Schoenthal
			Legal Department
			245 Park Avenue, 11th Floor
			New York, NY, 10167
			Attn: Don Thompson
BEAR STEARNS INTERNATIONAL LTD	LEHMAN		c/o JPMorgan Chase
	BROTHERS SPECIAL		Legal Department
	FINANCING INC.		245 Park Avenue, 11th Floor
			New York, NY, 10167
			Attn: Don Thompson

Counterparty	Debtor	Title of	Notice Address
Состония су		Agreement	110000110001
			One Metrotech Center North
			7th Fl
			Brooklyn, NY, 10167
			Attn: Derivatives Operation
CALIFORNIA INDEPENDENT SYSTEM	LEHMAN		151 Blue Ravine Road
OPERATOR CORPORATION	BROTHERS		Folsom, CA, 95630
	COMMODITY		
	SERVICES INC.		Attn: Daniel J. Schonkwiler,
			Assistant General Counsel
CITI CANYON LTD	LEHMAN		c/o CIBC Bank and Trust
	BROTHERS SPECIAL		Company (Cayman) Limited
	FINANCING INC.		P.O. Box 694 GT, Edward
			Street
			Georgetown, Grand Cayman,
			Cayman Islands
			British West Indies
			Canyon Capital Advisors, LLC
			9665 Wilshire Boulevard, Suite
			200
			Beverly Hills, CA , 90212
			Attn: Accounting
			Citi Alternative Investments
			55 East 59th Street
			New York, NY, 10022
			Attn: Raymond Nolte
			Citigroup Alternative
			Investments LLC
			731 Lexington Avenue, 25th
			Floor
			New York, NY, 10022
			Attn: Vanessa Price
			PFPC International Ltd.
			Riverside Two Sir Rogersons
			Quay
			Grand Canal Dock, Dublin 2
			Ireland
			Attn: Fiona Finucane

Counterparty	Debtor	Title of	Notice Address
		Agreement	
			PricewaterhouseCoopers
			George's Quay
			Dublin 2
			Ireland
			Attn: Alan Nixon
CITIBANK, N.A.	LEHMAN		250 West Street, 10th fl.
CITIES WILL, IV., IV.	BROTHERS		New York, NY, 10013
	COMMERCIAL		New Tork, NT, 10013
	CORPORATION		Attn: Director Derivatives
	CORPORATION		
			Operations
			388 Greenwich Street, 17th
			Floor
			New York, NY, 10013
			Attn: Scott Flood/Director of
			Derivatives
			Legal Dept.
			77 Water Street, 9th fl.
			New York, NY, 10004
			New 101K, N1, 10004
			Attn: Department Head
CITIGROUP ENERGY INC	LEHMAN		388 Greenwich St, 17th Fl
	BROTHERS		New York, NY, 10013
	COMMODITY		
	SERVICES INC.		Attn: Senior Deputy General
			Counsel
CITIGROUP FINANCIAL PRODUCTS INC	LEHMAN	1987 Int Rate &	388 Greenwich Street, 17th
	BROTHERS SPECIAL	CCY Exch Agrmt -	Floor
	FINANCING INC.	Multicurrency	New York, NY, 10013
		dated on	11011 1011, 111, 10010
		8/15/1989	Attn: Senior Deputy General
		0/13/1303	Counsel
			Citibank Financial Products
			388 Greenwich Street, 17th
			Floor
			New York, NY, 10013
			Attn: Senior Deputy General
			Counsel
HSBC BANK USA, NATIONAL ASSOCIATION	LEHMAN		425 Fifth Avenue
	BROTHERS		New York, NY, 10018
	COMMERCIAL		10010
			Attn: Jacon Caturno: lim Bilou
	CORPORATION		Attn: Jason Saturno; Jim Riley

Counterparty	Debtor	Title of	Notice Address
		Agreement	
	LEHMAN		18th Floor, 8 Canada Square
	BROTHERS SPECIAL		Canary Wharf, London, E14
	FINANCING INC.		5HQ
			United Kingdom
			Attn: Martin Holcombe
			Thames Exchange
			10 Queen Street Place
			London, EC4R 1BQ
			United Kingdom
			Attn: Processing Swap
HSH NORDBANK SECURITIES SA	LEHMAN		2 rue Jean Monnet
	BROTHERS SPECIAL		L2180
	FINANCING INC.		Luxembourg
	Thirdivenion inc.		Attn: Mr Wolfgang Durr
			HSH Nordbank International
			AG
			2 rue Jean Monnet
			L2180
			Luxembourg
			Attn: Mr Wolfgang Durr
			Martensdamm 6
			Kiel
			24103
			Germany
			Attn: Mr Heiko Ludwig
			HSH Nordbank International
			AG
			2 rue Jean Monnet
			L2180
			Luxembourg
			Attn: Mr Rüdiger Herres
ING BANK SLASKI SA	LEHMAN		Pl. Trzech Krzyzy 10/14
THE BANK SEASKI SEA	BROTHERS		P.O. Box 29
	COMMERCIAL		Warsaw
			00-950
	CORPORATION		
			Poland
ID MODE AN CHASE 2 22	151184551		270 P. J. A.
JP MORGAN CHASE & CO	LEHMAN		270 Park Avenue
	BROTHERS SPECIAL		41st Floor
	FINANCING INC.		New York, NY, 10017-2070
			Attn: Derivatives Practice Lega
			Department -

Counterparty	Debtor	Title of	Notice Address
		Agreement	
			Legal Department
			245 Park Avenue, 11th Floor
			New York, NY, 10167
			Attn: Don Thompson
JUPITER QUARTZ FINANCE PLC 2004-1	LEHMAN		BNY Corporate Trustee
CLASS A	BROTHERS SPECIAL		Services Limited - London
CLASS A	FINANCING INC.		Branch
	FINANCING INC.		One Canada Square
			London, E14 5AL
			United Kingdom
			HSBC Bank, USA
			CTLA - Structured Finance
			10 East 40th Street, Floor 14
			New York, NY, 10016
			Attn: Thomas Musarra
JUPITER QUARTZ FINANCE PLC 2004-1	LEHMAN		320 West 13th Street, 5th
CLASS B	BROTHERS SPECIAL		Floor
	FINANCING INC.		New York, NY, 10014
			Attn: Simone Martin
			BNY Corporate Trustee
			Services Limited - London
			Branch
			One Canada Square
			London, E14 5AL
			United Kingdom
JUPITER QUARTZ PLC 2004-2	LEHMAN		320 West 13th Street, 5th
JOHNER QUARTET LE 2004-2	BROTHERS SPECIAL		Floor
	FINANCING INC.		New York, NY, 10014
	TINANCING INC.		New 101K, N1, 10014
			Attn: Simone Martin
			HSBC Bank, USA
			CTLA - Structured Finance
			10 East 40th Street, Floor 14
			New York, NY, 10016
			Attn: Thomas Musarra
KOCH FINANCIAL CORPORATION	LEHMAN		17550 North Perimeter Drive
NO C. THE WIND IN COMMON	BROTHERS SPECIAL		Suite 300, Scottsdale AZ ,
	FINANCING INC.		85225
			Attn: Matt Orr

Counterparty	Debtor	Title of	Notice Address
•		Agreement	
KOCH SUPPLY & TRADING LP	LEHMAN		4111 East 37th Street North
	BROTHERS		Wichita, Kansas, 67220
	COMMODITY		
	SERVICES INC.		Attn: Legal - ISDA
			P.O. Box 2302
			Wichita, Kansas , 67202
			Attn: Rodger Lindwall
KOCH SUPPLY & TRADING LP(MNSA)	LEHMAN		4111 E. 37th St. North
	BROTHERS		Wichita, KS , 67220
	COMMODITY		Wiemed, No. 7 07220
	SERVICES INC.		Attn: Charles Lee; George
			Rivas
LEHIGH UNIVERSITY	LEHMAN		27 Memorial Drive West
	BROTHERS SPECIAL		Bethlehem, PA , 18015
	FINANCING INC.		, ,
			Attn: Fiance and
			Administration
MASSACHUSETTS WATER RESOURCES	LEHMAN		Charlestown Navy Yard
AUTHORITY	BROTHERS SPECIAL		100 First Ave
	FINANCING INC.		Boston MA , 02129
MASSACHUSETTS WATER RESOURCES	LEHMAN		Charlestown Navy Yard
AUTHORITY	BROTHERS		100 First Avenue, Building 39
	FINANCIAL		Boston, MA, 02129
	PRODUCTS INC.		
MORGAN STANLEY CAPITAL SERVICES LLC	LEHMAN	Novation Fee for	c/o The Corporation Trust
	BROTHERS SPECIAL	trade RA1AY	Comp Corporation Trust C
	FINANCING INC.	dated 10th Sept	1209 Orange Street
		2008 with	Wilmington, Delaware,
		maturity 20th	19801-1120
		June 2013	United States
			cc Morgan Stanley Capital
			Services Inc.
			Floor 26, 1633
			Broadway
			New York, NY 10019
			United States
			c/o Silverpeak Real Estate
			Partners
			1330 Avenue of the Americas
			Suite 1200
			New York, NY, 10019
			Attn: Rodolpho Amboss

Counterparty	Debtor	Title of	Notice Address
		Agreement	
MPS CAPITAL SERVICES BANCA PERLE	LEHMAN		Via Nino Bixio, 2
IMPRESA SPA	BROTHERS SPECIAL		Offices: Viale Mazzini, 23
	FINANCING INC.		53100 Siena
			Italy
			Via Nino Bixio, 2
			Offices: Viale Mazzini, 23
			53100 Siena
			Italy
PHOENIX SERIES 2002-1	LEHMAN		BNY Corporate Trustee
	BROTHERS SPECIAL		Services Limited - London
	FINANCING INC.		Branch
			One Canada Square
			London, E14 5AL
			United Kingdom
			c/o Purrington Moody Weil
			LLP
			320 West 13th Street, 5th
			Floor
			New York, NY, 10014
			Attn: Simone Martin
			HSBC Bank, USA
			CTLA - Structured Finance
			10 East 40th Street, Floor 14
			New York, NY, 10016
			Attn: Thomas Musarra
			P.O. Box 1093, Boundary Hall
			Cricket Square, Grand Cayman
			KY1-1102
			Cayman Islands, British West
			Indies
			Attn: The Directors
PHOENIX SERIES 2002-2	LEHMAN		BNY Corporate Trustee
	BROTHERS SPECIAL		Services Limited - London
	FINANCING INC.		Branch
			One Canada Square
			London, E14 5AL
			United Kingdom

Counterparty	Debtor	Title of	Notice Address
		Agreement	
			c/o QSVP Limited
			P.O. Box 1093 GT
			Queensgate House, 113 South
			Church Street
			George Town, Grand Cayman
			Cayman Islands
			Attn: Directors
			HSBC Bank, USA
			CTLA - Structured Finance
			10 East 40th Street, Floor 14
			New York, NY, 10016
			Attn: Thomas Musarra
			P.O. Box 1093, Boundary Hall
			Cricket Square
			Grand Cayman
			KY1-1102
			Cayman Islands
			Attn: Director, Legal
POLLYSON INTERNATIONAL LTD	LEHMAN		PO Box 210, 1st Floor, No. 1
	BROTHERS SPECIAL		The Mews
	FINANCING INC.		Ann Street, St. Helier
			Jersey JE4 8SY
			Channel Islands, United
			Kingdom
			Attn: Chan Chee Kong; Fung
			Lee Woon King, Director
ROBERT A SCHOELLHORN TRUST	LEHMAN		77 West Wacker Drive, Suite
	BROTHERS OTC		4800
	DERIVATIVES INC.		Chicago, IL, 60601-1812
			Attn: Steve Jakubowski
			Marathon Coach
			91333 Coburg Industrial Way
			Coburg, OR, 97408-9492
			Attn: Robert A Schoellhorn
RUBY FINANCE 2008-01	LEHMAN		BNY Corporate Trustee
	BROTHERS SPECIAL		Services Limited - London
	FINANCING INC.		Branch
			One Canada Square London
			London, E14 5AL
			United Kingdom

Counterparty	Debtor	Title of	Notice Address
SANTANDER AM SGIIC A/C BANIF	LEHMAN	Agreement	HSBC Bank, USA CTLA - Structured Finance 10 East 40th Street, Floor 14 New York, NY, 10016 Attn: Thomas Musarra acting on behalf of Banif
ESTRUCTURADO FI	BROTHERS OTC DERIVATIVES INC.		Estructurado Avda Cantabria s/n 28660 Boadilla del Monte Madrid, Spain Attn: Teresa Saenz-Diez, Dir. Legal Service Funds
			Ciudad Grupo Santander Avda Cantabria s/n 28660 Boadilla del Monte Madrid, Spain
SANTANDER AM SGIIC A/C FONDO ANTICIPACION CON	LEHMAN BROTHERS OTC DERIVATIVES INC.		Avda. de Cantabria s/n 28660 Boadilla del Monte Madrid 28660 Spain
SANTANDER/FONDO SUPERSELECCIONACCIONES 2 FIM	LEHMAN BROTHERS OTC DERIVATIVES INC.		Ciudad Grupo Santander Avda Cantabria s/n 28660 Boadilla del Monte Madrid, Spain
SANTANDER/SUPERSELECCIONDIVIDENDO 2 FI	LEHMAN BROTHERS OTC DERIVATIVES INC.		Ciudad Grupo Santander Avda Cantabria s/n 28660 Boadilla del Monte Madrid, Spain
UNIVERSITY OF SCRANTON	LEHMAN BROTHERS SPECIAL FINANCING INC.		The University of Scranton 800 Linden Street Scranton, PA, 18510

Counterparty	Debtor	Title of	Notice Address
		Agreement	
WGZ BANK AG WESTDEUTSCHE	LEHMAN	SWIFT FX	WGZ Bank AG
GENOSSENSCHAFTS-ZENTRALBANK	BROTHERS	Forward	Legal Department
	COMMERCIAL	"undocumented"	Ludwig-Erhard-Allee 20
	CORPORATION	trade with a	Dusseldorf, D-40227
		trade date of	Germany
		5/19/2008, a	
		maturity date of	
		11/21/2008 and a	
		settlement date	
		of 11/25/2008	
		(DBE506598-	
		080519)	
		(Incorrectly listed	
		as FX Forward	
		Purchase	
		Agreement dated	
		11/21/2008	
		(DBE506598-	
		080519))	

THE FOLLOWING CONTRACTS LISTED IN THE PLAN SUPPLEMENT ON EXHIBIT 2, PART B – COMMERCIAL LOAN AGREEMENTS – ARE HEREBY REMOVED FROM EXHIBIT 2 AND ARE NO LONGER SCHEDULED FOR ASSUMPTION

Lehman ID	Debtor ¹	Counterparty	Title of Agreement	Description ²	Notice Address
Number					
00008556	LCPI	FIRST DATA CORPORATION	\$14,000,000,000 €709,219,858.16 Credit Agreement Dated as of September 24, 2007 as Amended and Restated as of Sept 28, 2007	Loan agreement	First Data Corporation Attn: Mike Jacobs 5565 Glenridge Connector, N.E. Suite 2000 Atlanta, GA 30342
00005000	LBHI	CAPMARK FINANCIAL GROUP INC.	\$5,500,000,000 Credit Agreement dated as of March 23, 2006	Loan agreement	CAPMARK FINANCIAL GROUP INC. Attn: General Counsel 200 Witmer Road Horsham, PA 19044

¹ LBHI – Lehman Brothers Holdings Inc.

LCPI – Lehman Commercial Paper Inc.

LCPUK – Lehman Commercial Paper Inc., UK Branch

LBSF – Lehman Brothers Special Financing Inc.

² This description is provided for informational purposes only. To the extent there is an inconsistency between this description and the contract, the contract governs.

EXHIBIT B

CONTRACTS TO BE ADDED TO EXHIBIT 2 TO THE PLAN SUPPLEMENT

THE FOLLOWING CONTRACTS ARE HEREBY ADDED TO THE PLAN SUPPLEMENT ON EXHIBIT 2, PART B – COMMERCIAL LOAN AGREEMENTS – AND ARE SCHEDULED FOR ASSUMPTION

Lehman ID Number	Debtor ¹	Counterparty	Title of Agreement	Description ²	Notice Address
00006766	LCPIUK	Neggio Holding 3 GMBH	EUR 3,000,000,000 Senior Facilities Agreement Dated 23 December 2006	Loan agreement	Neggio Holding 3 GMBH Attn: Maria Babilas Schweinheimer Str, 3463743 Aschaffenburg 3463743 Germany
00006767	LCPIUK	Neggio Holding 3 GMBH	EUR 3,000,000,000 Senior Facilities Agreement Dated 23 December 2006	Loan agreement	Neggio Holding 3 GMBH Attn: Maria Babilas Schweinheimer Str, 3463743 Aschaffenburg 3463743 Germany
00008075	LCPIUK	PHS Group PLC	£1,029,000,000 Senior Credit Agreement dated 2 July 2007	Loan agreement	John Skidmore PHS Group PLC Western Industrial Estate, Caerphilly CF83 1XH United Kingdom
00008046	LCPIUK	ProSiebenSat1. Media AG	EUR 4,600,000,000 Facility Agreement dated 26 June 2007	Loan agreement	Ralf Gierig ProSiebenSat1. Media AG Medienallee 7 Unterföhring D-85774 Germany

¹ LBHI – Lehman Brothers Holdings Inc.

LCPI – Lehman Commercial Paper Inc.

LBSF – Lehman Brothers Special Financing Inc.

LCPUK – Lehman Commercial Paper Inc., UK Branch

² This description is provided for informational purposes only. To the extent there is an inconsistency between this description and the contract, the contract governs.

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Lehman ID	Debtor ¹	Counterparty	Title of Agreement	Description ²	Notice Address
Number				_	
N/A	LCPI	General Electric Capital Corporation, as administrative agent, collateral agent and lender under the Credit Agreement; GE Corporate Financial Services, Inc., as loan servicer under the Loan Servicing Agreement; Fusion Funding Limited, as borrower under the Credit Agreement; Fusion Funding Luxembourg, S.A.R.L.; and Ventoux Funding Limited	Settlement agreement entered into as of December 9, 2009	Settlement agreement	General Electric Capital Corporation Bank Loan Group 201 Merritt 7 Norwalk, CT 06856 Attention: Business Leader
					General Electric Capital Corporation Bank Loan Group 201 Merritt 7 Norwalk, CT 06856 Attention: General Counsel Fusion Funding Limited Canon's Court
					22 Victoria Street Hamilton HM 12 Bermuda Attention: Diane Perinchief, Secretary Fusion Funding Luxembourg, S.A.R.L. c/o Citco C&T (Luxembourg) S.A. Le Dôme, 2nd Floor
					2-8, avenue Charles de Gaulle L-1653 Luxembourg Attention : David Saigne

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Lehman ID Number	Debtor ¹	Counterparty	Title of Agreement	Description ²	Notice Address
					Ventoux Funding Limited c/o Maples Finance Limited P.O. Box 1093
					Boundary Hall Cricket Square Grand Cayman KY1-1102
					Cayman Islands Attention: Directors
N/A	LCPI	General Electric Capital Corporation	Master Participation Agreement entered into as of December 9, 2009	Master participation agreement	General Electric Capital Corporation Bank Loan Group 201 Merritt 7 Norwalk, CT 06856 Attention: Business Leader
					General Electric Capital Corporation Bank Loan Group 201 Merritt 7 Norwalk, CT 06856
N/A	LCPI	General Electric	Escrow agreement, dated	Escrow Agreement	Attention: General Counsel General Electric Capital Corporation
		Capital Corporation and U.S. Bank National Association	as of January 22, 2010		Bank Loan Group 201 Merritt 7 Norwalk, CT 06856 Attention: Jennifer Cunningham, Michael Pericht and Susan Hanna
					U.S. Bank National Association Corporate Trust Services - TFM Escrow 60 Livingston Avenue St. Paul, MN 55107
					ATTN: Stefan Ronchetti and Bridget Greiber U.S. Bank National Association, as Escrow
					Agent 100 Wall Street, 16th floor New York, NY 10005 ATTN: Corporate Trust Services